

Siddheswari Garments Limited



**ANNUAL REPORT
2016 - 2017**



Siddheswari Garments Limited

DIRECTOR :

MR. ABHISHEK PODDAR

MR. SANJAY KUMAR SHAH

MR. UMA NATH SINGH

MRS. RITI PODDAR

BANKERS :

THE RATNAKAR BANK LTD

BANK OF MAHARASHTRA

AUDITORS :

M/S. JAIN PRADEEP & CO.

CHARTERED ACCOUNTANTS

REGISTERED OFFICE :

9, INDIA EXCHANGE PLACE

3RD FLOOR, KOLKATA – 700 001

PHONE : 2210-7234

FAX : 2230-5897

EMAIL :-Siddheswari@hotmail.com

REGISTRAR & SHARE TRANSFER AGENTS :

S.K. INFOSOLUTION (P) LTD.

34/1A, SUDHIR CHATTERJEE STREET

KOLKATA – 700 006

PHONE : 2219-4815 / 6979



Siddheswari Garments Limited

NOTICE

NOTICE is hereby given that Twenty Third Annual General Meeting of the members of **M/s SIDDHESWARI GARMENTS LIMITED** will be held at the Registered office of the Company at 9, India Exchange Place, 3rd floor, Kolkata-700001 on Tuesday, the 26th September, 2017 at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS

Item No-1

Adoption of audited financial statements:-

To receive, consider and adopt the Audited Balance sheet of the Company as at 31st March, 2017 and the Audited Statement of Profit & Loss Account and cash flow statement for the Financial year ended on that date together With the Reports of the Auditors and Directors thereon.

Item No-2

To appoint a director in place of Mrs Riti Poddar(DIN 01726726) who retires by rotation at the forthcoming Annual General Meeting and she being eligible, offers herself for reappointment.

In this connection to pass with or without modification the following resolution as an ordinary resolution :-

Resolved that Mrs Riti Poddar(DIN 01726726) who retires by rotation at the conclusion of the this AGM and she being eligible, be and is hereby reappointed as a director of the Company whose period in office shall be subject to retirement by rotation"

ITEM-3

Appointment of Auditors

To ratify the appointment of Auditors of the Company, and Fix the Remuneration and to pass with or without modification(s), the following resolution as an ordinary Resolution -

RESOLVED THAT Pursuant to the provisions of sections 139, 142 and other applicable provisions of the companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors of the Company, to the resolution passed by the members appointing M/s Jain Pradeep & Co, Chartered Accountants (Firm No 315109E) as Auditors of the Company to hold office for (5) five consecutive years till the conclusion of the AGM to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 2018 as may be recommended by the audit committee in consultation with the auditors.

Dated : 30.05.2017

Regd. Office :
9, India Exchange Place (3rd Floor)
Kolkata - 700 001

By order of the Board
For **Siddheswari Garments Ltd.**

Sanjay Kr. Shah
Director



Siddheswari Garments Limited

NOTES :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY (IES), IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.

A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than ten percent of total share capital of the company.

2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday the 21st September 2017 to Tuesday, the 26th September, 2017, both days inclusive.
3. Members are requested to bring their attendance slip in the meeting, corporate members are requested to send to the Company's registered office, a duly certified copy of board resolution authorising their representative to attend and vote at the meeting.
4. Member desiring any information on the Accounts for the financial year ended on 31.03.2017 are requested to write to the Company at least 10 days in advance, so that the management is enabled to keep the information ready at the meeting.
5. SEBI has since made it mandatory for the operations in securities market to furnish compulsorily their PAN No Accordingly, the members holding shares in physical mode are requested to furnish their respective PAN No along with a photo copy of this PAN Card to the Company/RTA.
6. The Company has implemented the "GREEN INITIATIVE" as per circular Nos 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) by allowing paperless Compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with section 20 of the Companies Act, 2013 . Henceforth, the email addressed indicated in you respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered Email address for serving notices/ documents etc.
7. Electronic copy of the Annual Report for the 2016-2017 along with the notice of the Annual General meeting of the Company inter alia indicating the process and manner of e voting along with attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company /Depository participants for communication purposes unless any member requests for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
8. Instruction for E-voting
A Separate sheet containing the complete details of the instructions for e voting is being sent to all the members along with the Annual report for the year 2016-17 to enable them to cast their votes through E-voting.

Dated : 30.05.2017

Place : Kolkata

By order of the Board
For **Siddheswari Garments Ltd.**

Sanjay Kr. Shah
Director



Siddheswari Garments Limited

DIRECTORS' REPORTS

TO THE MEMBERS

Your Directors take pleasure in presenting the Twenty Third Annual Report and Audited Financial Results of the Company for the year ended on 31st March, 2017.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	For the year ended 31.03.2017	For the year ended 31.03.2016
Net Sales	40.51	126.80
Other Income	29.46	29.46
Total	69.97	156.26
Less: Expenditure	60.09	153.16
Gross profit/(loss)	9.88	3.10
Less: Depreciation	—	—
Profit/(loss) before Tax	9.88	3.10
Less: Provision for taxation	3.37	1.49
Add: Provision for Deferred Tax	—	—
Net Profit/(loss)(PAT)	6.51	1.61
Balance brought forward	78.44	76.83
Balance Transferred to Balance Sheet	84.95	78.44

PERFORMANCE

Revenue from operation in the year under review had been reduced to 32% of the previous year while the other income remaining same resulting in net turnover in the current year worked out to 45% of the net turnover of the Previous Year. However consequent to close monitoring, the expenses could be drastically reduced to 35% of the total expenditure of the previous year and thereby the ultimate profit before tax(PBT) in the current year could be increased by more than 3 times that of the previous year and the net profit after Tax (PAT) could be raised to 4 times of the Previous year.

In this connection, your directors would like to reiterate that presently the Company having suspended its manufacturing operations, it continues with the trading operations only and the Board of Directors of the Company is seriously examining the viability of diverse projects for Commencement of new ventures.

DIVIDEND

In view of the insufficient Profit of the year, your Directors refrain from recommending payment of dividend for the year.

TRANSFER TO RESERVE

The Company is not required to transfer any amount to Reserve under the provisions of the Companies Act, 2013.

TRANSFER TO INVESTORS EDUCATION AND PROTECTION FUND.

The unpaid /un-claimed Dividend due to transferred to the Investestors Education and Protection fund by end of F.Y. 2017-18 is Rs. 9008/-



Siddheswari Garments Limited

STATUTORY AUDITORS AND THEIR REPORT

M/s Jain Pradeep & Co (FRN NO 315109E) , Chartered Accountants has been appointed as the statutory Auditors of the Company by a resolution of the members of the Company for a consecutive (5) five years period ending on the AGM to be held in the year 2019 subject to ratification by the members at every AGM held in between at such remuneration as may be fixed by on Board . The Report of the Auditors when read with notes forming parts of Accounts is self explanatory and does not require any further elaboration.

DIRECTORS

Appointment

Mrs Riti Poddar (DIN 01726726) being as a Non-executive Rotational Director is due to retire at the forth coming Annual General Meeting and she being eligible offers herself for reappointment.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill the requirements to be qualified for their appointment as Independent Directors under the provisions of the Companies Act, 2013 U/s 149 as well as applicable provisions of SEBI (LODR) Regulations 2015.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirements under section 134(3) (c) of the companies Act, 2013 with respect to Directors' Responsibility Statement , your Directors hereby confirm and State That :-

- In the preparation of the Annual Accounts, the Accounting Standard laid down by ICAI, have been strictly followed.
- The directors have selected such accounting policies and adopted them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for the period.
- Proper and sufficient care has been taken for the maintenance of adequate records in accordance with provisions of the Companies Act . for safeguarding the assets of the Company and detecting fraud and other irregularities:
- The Annual accounts have been prepared on the 'On-Going' concern basis.
- Laid down internal financial controls to be followed by the company and that such internal financial control are adequate and were operating effectively.
- Devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

LISTING OF SHARES

Besides listing on the CSE, the listing of Company's shares on BSE ,presently remains suspended and revocation thereof has duly been applied for which is pending.



Siddheswari Garments Limited

DETAILS OF DIRECTOR & KEY MANAGERAL PERSONS INCLUDING THOSE WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR :-

Mr. Sanjay Kumar Shah : Whole Time Director & CFO.
Mr Abhishek Poddar : Non Executive, Independent Director
Mr Uma Nath Singh : Non Executive, Independent Director
Mrs Riti Poddar : Non Executive, Non Independent Director

There was no appointment or Resignation of Directors during the year.

KEY MANAGERIAL PERSONNEL

Mr. Sanjay Kumar Shah has been appointed as the whole time Executive Director & CFO in compliance of Section 196 read with Section 203 of the companies Act,2013. Presently the Company is not having any whole time company Secretary. However, the Company is endeavoring to appoint a suitable whole time Company secretary at the earliest.

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR

During the year 2016-17, the Board of Directors met 4(four) times on 27.05.2016, 13.08.2016, 12.11.2016,13.02.2017 followed by an exclusive meeting of independent directors on 27.05.2016

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of Business of the Company.

THE ANNUAL EVALUATION

The ultimate responsibility for good performance and prudent management of Company lies with the Board of Directors. The Board is expected to exercise continuous proactive and effective decision making and implementation thereof with a view to achieve the desired goal. In this connection the Board has set out a framework of guidelines for the directors to undertake continuous evaluation of performance of the Company while affirming the desired destination. The Board of Directors as a whole is required to display its commitment to good governance ensuing a constant improvement of process and procedures and each individual directors are committed to contribute his best in the overall growth of the organization.

The Independent Directors have submitted to the Board necessary declarations as to their eligibility for appointment as independent Director in term of Sec 149 of the Companies Act,2013 and the applicable provisions of SEBI (LODR) Regulation 2015.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSTION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELETE AND THE DATE OF THE REPORT.

No material changes and commitments affecting the financial position of the company occurred in between the end of financial year and the date of Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

Necessary disclosures have been made in the Notes to the financial Statement forming part of the Audited Statements of financial Statements as at the end of Financial year 2016-2017 and was shown as



Siddheswari Garments Limited

“Related Party Transaction” in terms of Section, 129 read with schedule III to the Companies Act, 2013 and that such transactions having been made in the ordinary course of business transaction at arms length basis, the provisions of the section, 188 of the Act, was not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR , INVESTMENT U/S 186 OF COMPANIES ACT, 2013.

The Company did not provide any loans or guarantee u/s 186 of the Companies, Act, 2013 while the particulars of investments made by the company u/s 186 as at end of the F Y 2016-2017 forms parts of the ‘NOTES TO FINACIAL STATEMENT’ annexed to this Report.

SIGNAFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE ON-GOING STATUS OF COMPANY’S OPERATIONS.

There was no significant order passed by Regulators or courts or Tribunal impacting the ongoing status of Company’s operation in future.

HUMAN RESOURCES

The Company believes that the employees are the most valuable assets of an organization and the optimum utilization of their skill, Knowledge and attitude are instrumental to the growth of an organization.

RATINGS

The Company having no secured Loan and/or issued Debentures or Public Deposit, credit Rating of the Company was not required.

SUBSIDIARIES / ASSOCIATES

The Company do not have any subsidiary and/or Associates Company.

CAPITAL AND FINANCE

There had been no issue or allotment of any securities during the year. The issued, subscribed and paid up capital of the Company remains static at Rs 33099000.00 divided into 3309900 Equity shares of Rs 10/- each as at 31.3.2017

EMPLOYEE STOCK OPTION PLAN

The Company had not provided any employee Stock option.

CORPORATE GOVERNANCE

The Paid up capital of the Company being less then Rs 5.00 Crore (Rupees Five Crore) the provisions of SEBI (LODR) Regulation 2015 are not attracted to this Company.

Yet, your Directors believe that CORPORATE GOVERNANCE is way of business life, rather than a statutory compliance. It is intended to achieve excellence in business for enhancing the long term shareholders wealth through necessary disclosure transparency, integrity, accountability, responsibility and fairness in all its dealing with shareholders, customers, suppliers and the society at large. During the financial year 2016-2017, your directors continued their Endeavour to pursue the policy and procedure to safety their ethical responsibility. A brief report on Corporate Governance is annexed hereto as Annexure-A.



Siddheswari Garments Limited

PATICULARS OF EMPLOYEES

There being no employee, employed during the year, drawing remuneration in excess of the prescribed ceiling, the provisions of section 197(12) of the Companies Act, 1956 read with rules (5) is not applicable to this company.

PARTICULARS OF THE MANAGEMENT REMUNERATION

In accordance with the provisions U/s 197(2) read with rule 5 of the Companies (Appointment and Remuneration of management) Rules the Company furnish the details as Annexure-C as part of this report.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in Form No MGT-9 for the year ended on 31.03.2017 is attached hereto as Annexure-C and form part of this Report.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rule made there under Mr Rajarshi Ghosh, a Company Secretary in practice (CP No8921 member ship No ACS 17717) has been appointed as secretarial Auditor of the Company for the year ended 31.03.2017. The Report of SECRETARIAL AUDIT is annexed hereto and marked as annexure-B.

INTERNAL / COMPLAINT COMMITTEE

In accordance with the Sexual harassment of woman at workplace (prevention, prohibition and Redressal) Act 2013 and rules made there under, the Company was not required to constitute any committee for necessary action as required under the Act, since there is no Woman employee engaged by the Company.

CORORATE SOCIAL RESPONCIBILITY

The Provisions of section 135 of Companies Act, 2013 setting out the conditions for applicability of corporate social Responsibility having not been fulfilled by company, the responsibility of setting a Corporate Social Responsibility committee and/or other obligations under this section is not attracted to this company.

CONSERVATION OF ENERGY ETC AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

There being no manufacturing activity of the Company during the year, the provisions of the Companies Act, 2013 in the subject matter was not attracted to this company. The information required U/s 134(3)(m) of the Act are not attracted.

There was no Income or outgo in foreign Exchange during the year.

COST AUDITOR.

The Company having no Manufacturing operations during the year, the Provisions of sec 148 of the Companies Act, 2013 is not attracted to the Company.

INTERNAL FINANCIAL CONTROL VIZ-A VIZ INTERNAL AUDIT

The Audit Committee of the Board of Directors of the Company closely monitors the adequacy of the internal Financial Control System in close co-ordination and support of the in-home internal Audit team who periodically submits its findings on the efficacy and adequacy of the internal Control System, its compliance with the Company's operating system and Accounting standards and policies. Based on the



Siddheswari Garments Limited

Report of the in-house Audit Team , their findings and submissions the Audit committee have elaborate discussions and do make recommendations to the senior management to undertake corrective measures wherever necessary to strengthen the control. The subject process of internal Financial Control is a continuous one and is due compliance of the provisions of the Companies Act 2013. During the F Y 2016 - 2017 there had been no reportable weakness in the design or operation as observed.

PUBLIC DEPOSITS

The Company has neither accepted nor renewed any public Deposit as defined under the provisions contained in chapter V of the Companies Act, 2013.

RISK MANAGEMENT POLICY

Your Directors have formulated and implemented a Risk Management policy for the Company with a view to identify various risks impacting the company and the mode of addressing them effectively by way of identifying therein the risk elements which in the opinion of the Board may threaten the performance and even existence of the Company.

VIGIL MECHANISM

In pursuance of the Provisions of sub section (9) & (10) of section 179 of the Companies Act,2013 your procedure for whistle blower system to report matters of serious concern and consequences that directors have developed and implemented an extensive vigil mechanism for directors and employees with elaborate may have serious effect on the operation.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Company's main business activity was manufacturing and selling of knitted hosiery Garments to cater for the domestic market. But consequent to continuous labour unrest at the manufacturing unit, the company was forced to close down its production activities on a permanent basis and have been continuing with Trading activities and investing the liquid funds to earn return on idle capital. However the directors are seriously examining viability of diverse project proposals to commence new ventures within the framework of the object clause of the Company's memorandum of Association. In case a suitable project could be indentified within the limit of the Company's available resources your directors will not hesitate to take necessary actions for immediate implementation of the desired project and the matter will be placed before the members in a General Meeting for consideration and approval of applicable Resolution there for as may be necessary.

ACKNOWLEDGMENTS

Your Directors wish to place on records, their sincere appreciation of the Valuable co-operation and support received from the Financial Institutions, Banks, and Government Department and Agencies both at the Central and state levels. The Directors would like to express thanks to the sincere services of Workers, staff and Executives of the Company.

Dated : 30.05.2017

Place : Kolkata

By order of the Board
for **Siddheswari Garments Limited**

Abhishek Poddar
Sanjay Kr. Shah
Director